

April 8, 2002

Gary Eng, Senior Vice President  
Zenith Administrators, Inc.  
P.O. Box 11102  
Chicago, IL 60611

Dear Mr. Eng:

We are writing to confirm our previous agreement to amend our contract dated as of August 1, 1981, which provides for Zenith Administrators, Inc. (formerly known as Kelly & Associates) to serve as administrative manager to the United Food and Commercial Workers Union and Employers Pension Plan (formerly known as the Milwaukee Area Retail Food Clerks Pension Plan).

Effective as of January 1, 2002, the annual fee to be paid by the Trustees to the Company shall be as follows:

<u>Effective Date</u>	<u>Annual Fee</u>
January 1, 2002	\$463,500
January 1, 2003	\$472,770
January 1, 2004	\$486,953
January 1, 2005	\$496,692
January 1, 2006	\$511,593

There shall be no other increases in said fees prior to January 1, 2006.

In all other respects, our contract as of August 1, 1981, as amended, shall continue in full force and effect.



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April 8, 2002  
Page 2

If the foregoing clearly reflects your understanding of our arrangement, please execute this letter and return it to me.

Yours very truly,

BOARD OF TRUSTEES  
United Food and Commercial Workers  
Union and Employers Pension Plan

By: Joseph T. Zencil  
Chairman

By: Samuel R. Wells  
Secretary

MW\847072

The foregoing is hereby accepted this \_\_\_\_ day of January, 2002.

ZENITH ADMINISTRATORS, INC.

By: Gary Eng  
Gary Eng, Senior Vice President